

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Granat Jill		Restaurant Brands International Inc. [QSR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		See Remarks	
130 KING STREET WEST, SUITE 300		1/3/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
TORONTO, A6 M5X 1E1				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								290836	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Exchangeable units (1)	(1)							(1)	(1)	Common Shares	52965		52965	D	
Option (right to buy)	\$27.28							(2)	3/6/2024	Common Shares	15945		15945	D	
Option (right to buy)	\$27.28							(2)	3/6/2024	Common Shares	40000		40000	D	
Option (right to buy)	\$42.26							(2)	3/5/2025	Common Shares	13665		13665	D	
Option (right to buy)	\$42.26								3/6/2020 3/5/2025	Common Shares	66667		66667	D	
Restricted Share Units	(3)							(4)	(4)	Common Shares	17820		17820	D	
Dividend Equivalent Rights	(5)	1/3/2020		A		149.2512		(6)	(6)	Common Shares	149.2512	\$0.00	1642.3607	D	
Option (right to buy)	\$33.67								2/26/2021 2/25/2026	Common Shares	70000		70000	D	
Restricted Share Units	(3)							(7)	(7)	Common Shares	11701		11701	D	
Dividend Equivalent Rights	(5)	1/3/2020		A		96.5989		(8)	(8)	Common Shares	96.5989	\$0.00	895.5026	D	
Option (right to buy)	\$56.92								5/5/2022 5/4/2027	Common Shares	50000		50000	D	
Restricted Share Units	(3)							(9)	(9)	Common Shares	9748		9748	D	
Dividend Equivalent Rights	(5)	1/3/2020		A		79.457		(10)	(10)	Common Shares	79.457	\$0.00	613.1939	D	
Restricted Share Units	(3)							(11)	(11)	Common Shares	8552		8552	D	
Dividend Equivalent Rights	(5)	1/3/2020		A		67.548		(12)	(12)	Common Shares	67.548	\$0.00	256.2571	D	
Performance Share Units	(13)								2/22/2024 2/22/2024	Common Shares	50000		50000	D	
Dividend Equivalent Rights	(14)	1/3/2020		A		394.9251		(15)	(15)	Common Shares	394.9251	\$0.00	1498.2294	D	

Explanation of Responses:

- (1) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, into common shares of Restaurant Brands International Inc. or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of Restaurant Brands International Inc.'s common shares on the New York Stock Exchange for the 20 consecutive trading days ending on the last business day prior to the exchange date, at the sole discretion of the general partner of Restaurant Brands International Limited Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.
- (2) These options are immediately exercisable.
- (3) Each restricted share unit represents a contingent right to receive one common share.
- (4) These restricted share units vest on December 31, 2020.
- (5) Each whole dividend equivalent right represents a contingent right to receive one common share.
- (6) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 RSUs to which they relate.
- (7) These restricted share units vest on December 31, 2021.
- (8) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.
- (9) These restricted share units vest on December 31, 2022.
- (10) These dividend equivalent rights accrued on the 2018 restricted share unit award (the "2018 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2018 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2018 RSUs to which they relate.
- (11) These restricted share units vest on December 31, 2023.
- (12) These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 RSUs to which they relate.
- (13) The shares reported represent an award of performance based restricted share units ("PBRsUs") granted to the Reporting Person. The PBRsUs will have a three-year performance period beginning January 1, 2019 and ending December 31, 2022 and will vest 100% on February 22, 2024, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the three-year performance period is subject to increase or decrease based on the results of the Issuer performance condition.
- (14) Each whole dividend equivalent right represents a contingent right to receive one common share, subject to increase or decrease based on the results of the Issuer performance condition.
- (15) These dividend equivalent rights accrued on the 2019 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 PBRsUs to which they relate.

Remarks:

Senior EVP, General Counsel and Secretary

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Granat Jill 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			See Remarks	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Jill Granat

1/7/2020

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints Michele Keusch the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Restaurant Brands International Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned hereby revokes all previous powers of attorney that have been granted by him in connection with his reporting obligations, if any, under Section 16 of the Exchange Act with respect to his holdings of and transactions in securities issued by the Company. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 5, 2019.

By: /s/ Jill Granat
Name: Jill Granat